

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

IN RE:	§	(CHAPTER 11)
	§	
THINK3 INC.	§	CASE NUMBER 11-11252
	§	
DEBTOR.	§	

**DEBTOR’S MOTION TO CONTINUE AUGUST 18, 2011 HEARINGS ON THE
DEBTOR’S (A) MOTION TO (I) APPROVE COMPROMISE AND SETTLEMENT OF
CLAIMS BY AND BETWEEN THINK3 INC., VERSATA FZ-LLC, VERSATA
DEVELOPMENT GROUP, INC., AND VERSATA SOFTWARE, INC., (II) ASSUME
TECHNOLOGY LICENSE AGREEMENT, AND (III) APPROVE SALE OF CERTAIN
INTELLECTUAL PROPERTY INTERESTS TO VERSATA FZ-LLC; AND (B)
MOTION FOR ORDER (1) AUTHORIZING CONTINUED USE OF EXISTING
BUSINESS FORMS AND RECORDS; AND (2) AUTHORIZING MAINTENANCE OF
EXISTING CORPORATE BANK ACCOUNTS AND CASH MANAGEMENT SYSTEM
(Relates to Docket Numbers 81, 82, 111 and 112)**

Think3 Inc. (the “Debtor”) files this Motion to Continue August 18, 2011 Hearings on the Debtor’s (A) Motion to (i) Approve Compromise and Settlement of Claims By and Between Think3 Inc., Versata FZ-LLC, Versata Development Group, Inc., and Versata Software, Inc., (ii) Assume Technology License Agreement, and (iii) Approve Sale of Certain Intellectual Property Interests to Versata FZ-LLC (the “Motion to Approve Compromise”); and (B) Motion to Amend Order Granting Debtor’s Emergency Motion for Order (1) Authorizing Continued Use of Existing Business Forms and Records; and (2) Authorizing Maintenance of Existing Corporate Bank Accounts and Cash Management System (the “Motion to Amend Bank Account Order”) (the “Motion for Continuance”), and in support thereof would respectfully show the Court as follows:

I. JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

II. BACKGROUND

2. On July 11, 2011, the Debtor filed its Motion to Approve Compromise [Docket No. 81]. On July 12, 2011, the Court set the hearing on the Debtor's Motion to Approve Compromise for August 18, 2011 [Docket No. 82].

3. On August 1, 2011, the Debtor filed its Motion to Amend Bank Account Order [Docket No. 111]. On August 2, 2011, the Court set the hearing on the Debtor's Motion to Amend Bank Account Order for August 18, 2011 [Docket No. 112].

4. On August 1, 2011, Dr. Andrea Ferri (the "Italian Trustee") filed his Chapter 15 Petition for Recognition of Foreign Proceeding (the "Petition for Recognition") and it is pending in this Court in the case styled and numbered *In re Think3 Inc., Debtor in a Foreign Proceeding*, Case No. 11-11925-hcm [Petition for Recognition, Docket No. 1]. On August 2, 2011, the Court set the hearing on the Italian Trustee's Petition for Recognition on August 25 and 26, 2011 [Petition for Recognition, Docket No. 2].

III. RELIEF REQUESTED

5. In the interest of economy and efficiency, the Debtor requests that the hearings on the Motion to Approve Compromise and the Motion to Amend Bank Account Order be continued one week to August 25, 2011 so that they may be heard in conjunction with the Petition for Recognition. The Debtor believes there are common fact issues and evidence for the hearings on the Motion to Approve Compromise, the Motion to Amend Bank Account Order and the Petition for Recognition. The Debtor believes conducting the hearings on the same date would assist in the orderly presentation of evidence and result in judicial economy. The Debtor

and Versata FZ-LLC (“Versata”) also intend to present witnesses. Holding the hearings together will result in efficiency and substantially lower travel costs and related expenses for out of town witnesses and counsel.

6. Further, upon information and belief, the Italian Trustee is unavailable to meet with the Debtor until on or about August 15, 2011. A continuance will allow for discussions to occur with the Italian Trustee regarding coordination and cooperation between the Debtor and the Italian Trustee.

7. The Debtor has conferred with Versata about this Motion for Continuance. Versata is in agreement with and fully supports this Motion for Continuance and the relief requested herein. Counsel for the Italian Trustee does not support consolidation of the hearings.

8. The Debtor believes it is in the best interest of the Debtor, its creditors and other parties in interest to hold the hearings for the Motion to Approve Compromise and the Motion to Amend Bank Account Order on August 25, 2011.

9. This continuance is not sought for delay but so that justice may be done.

WHEREFORE, PREMISES CONSIDERED, the Debtor respectfully requests that this Court continue the August 18, 2011 hearings on its (A) Motion to Approve Compromise and (B) Motion to Amend Bank Account Order to August 25, 2011, and grant such other and further relief to which it may show itself to be justly entitled.

Dated: August 4, 2011

Respectfully submitted,

HAYNES AND BOONE, LLP

/s/ Charles A. Beckham, Jr.

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COUNSEL TO DEBTOR-IN-POSSESSION

CERTIFICATE OF CONFERENCE

I certify that I have spoken with counsel for Versata about this Motion for Continuance. Versata is in agreement with this Motion for Continuance and the relief requested herein. Counsel for the Italian Trustee has informed me by email that the Italian Trustee opposes conducting the hearing on the Motion to Approve Compromise and the Motion to Amend Bank Account Order on August 18, 2011 or August 25, 2011 and intends to file a motion to stay all proceedings in this case.

/s/ Charles A. Beckham, Jr.
Charles A. Beckham, Jr.

CERTIFICATE OF SERVICE

I certify that a true and correct copy of the foregoing pleading will be served on those individuals or entities appearing on the Master Service List dated July 29, 2011 via first class United States mail, postage prepaid and properly addressed, on the 5th day of August, 2011.

/s/ Brooks Hamilton
Brooks Hamilton